

RECORDATION NO. 24192-A FILED

DEC 29 '06 -11 15 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.

SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A. LESTER

December 29, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Lease Agreements, dated as of December 29, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memoranda of Leases previously filed with the Board under Recordation Numbers 24191, 24191-A and 24192, and to the prior assignment of the lessee's interest on those leases in a Memorandum of Assignment of Lease Agreements previously filed with the Board under Recordation Number 26386.

The names and addresses of the parties to the enclosed document are:

Assignor: GL Railcar Equipment, LLC
1011 14th Street
Fort Lupton, Colorado 80621

Assignee: C.G. Grefenstette, E.C. Johnson and Bruce I.
Crocker, Trustees U/A/T dated 8/28/68 for
Henry Lee Hillman, Jr.
1900 Grant Building
Pittsburgh, Pennsylvania 15219

Mr. Vernon A. Williams
December 29, 2006
Page 2

A description of the railroad equipment covered by the enclosed document is:

16 railcars: marked AOEX and numbered 800109, 800231, 800310, 800311, 800754, 800741, 800753, 002233, 800258, 800297, 800298, 800301, 800308, 800321, 800643 and 800740.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Lease Agreements.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 24192-A FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT
OF LEASE AGREEMENTS

Between

GL RAILCAR EQUIPMENT, LLC
("Assignor")

and

C.G. Grefenstette, E.C. Johnson and Bruce I. Crocker, Trustees U/A/T dated August 28,
1968 for Henry L. Hillman, Jr.,

("Secured Party")

December 29, 2006

Filed with the Surface Transportation Board
pursuant to U.S.C. §11301

MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENTS

THIS MEMORANDUM OF ASSIGNMENT OF LEASE AGREEMENTS is made and entered into as of December 29, 2006, by and between GL RAILCAR EQUIPMENT, LLC ("Assignor") and C.G. Grefenstette, E.C. Johnson and Bruce I. Crocker, Trustees U/A/T dated August 28, 1968 for Henry L. Hillman, Jr., ("Secured Party").

1. Pursuant to (i) a Loan and Security Agreement dated as of December 29, 2006 ("Loan Agreement"), and (ii) a Collateral Assignment of PNC Lease Agreement Rights dated December 29, 2006 by and between Assignor and Secured Party, Assignor is granting to Secured Party a security interest in all of its right, title and interest as lessee pertaining to:

(i) the four (4) sleeper coach, club lounge and crew sleeper railcars described on Schedule 1(A) hereto (under the heading Memorandum A) and leased pursuant to that certain Lease Intended as Security Banc of America Lease Number 03794-0060 dated October 30, 2002 together with a Schedule to Lease Intended as Security No. 002 thereto dated as of October 31, 2002 and further together with all other instruments agreements and other documents executed and delivered in connection with, and applicable to such lease agreement and schedules listed on Schedule 1(A) (collectively the "BofA Lease-1");

(ii) Memorandum A was filed and recorded as Recordation No. 24191 with the Surface Transportation Board pursuant to 49 U.S.C. §11301 and 49 C.F.R. 1177 on October 30, 2002 at 12:04 p.m.;

(iii) the four (4) sleeper coach and crew sleeper railcars described on Schedule 1(B) hereto (under the heading Memorandum B) and leased pursuant to the Lease Intended as Security Banc of America Lease Number 03794-00600 dated October 30, 2002 together with a Schedule of Lease intended as Security Number 002 dated as of October 31, 2002 and further together with all other instruments, agreements and other documents executed and delivered in connection with, and applicable to such lease agreement and schedules listed on Schedule 1(B) ("BofA Lease-2");

(iv) Memorandum B was filed and recorded as Recordation No. 24191-A with the Surface Transportation Board pursuant to 49 U.S.C. §11301 and 49 C.F.R. 1177 on October 31, 2002 at 11:33 a.m.;

(v) the eight (8) sleeper coach and crew sleepers railcars described on Schedule 1(B) hereto and leased pursuant to the Lease Intended as Security number 3108 dated October 30, 2002 together with a Schedule of Lease Intended as Security Number 001 dated as of October 31, 2002 and further together with all other instruments, agreements and other documents executed and delivered in connection with, and applicable to such lease agreement and schedules listed on Schedule 1(B) (collectively the "PNC Lease"); and

(vi) the Memorandum dated as of October 29, 2002, reflecting the transfer described in 1(v) above was filed and recorded as Recordation No. 24192 with the Surface Transportation Board pursuant to 49 U.S.C. § 11301 and 49 C.F.R. 1177 and October 31, 2002 at 11:45 a.m.

The BofA Lease-1 and BofA Lease-2 are referred to collectively as the "BofA Lease." The PNC Lease and the BofA Lease are referred to collectively as the "Leases."

2. Assignor has assigned to Secured Party a security interest in all right, title and interest of Assignor as lessee in and to the railcars described on Schedule 1 hereto and in and to the Leases.

3. Assignor and Secured Party desire to confirm of record the assignment of the security interest in the Leases.

NOW THEREFORE, in consideration of the sum of Ten Dollars (\$10.00) in hand paid, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Assignor and Secured Party hereby confirm and agree that Assignor has assigned to Secured Party a security interest in all right, title and interest of Assignor in, to and under the Leases and the railcars described on Schedule 1 hereto, leased thereunder and Secured Party has accepted such assignment of such security interest.

THIS Memorandum of Assignment of Lease Agreements may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one Memorandum of Assignment of Lease Agreements.

IN WITNESS WHEREOF, the parties have executed or caused this Memorandum of Assignment of Lease Agreements to be executed as of the date first above written.

"ASSIGNOR"

GL RAILCAR EQUIPMENT, LLC

By: GRANDLUXE HOLDINGS LLC, a Colorado
limited liability company, as Manager

By: 

Name: Thomas G. Rader

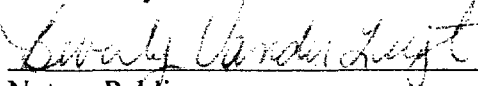
Title: Manager

State of Colorado)

County of Jefferson)

On this 28th day of December, 2006 before me appeared Thomas G. Rader, the person who signed this instrument, who acknowledged that he is the Manager of GRANDLUXE HOLDINGS LLC, which is the Manager GL RAILCAR EQUIPMENT, LLC, and, that, being duly authorized, he signed such instrument as a free act on behalf of such company.

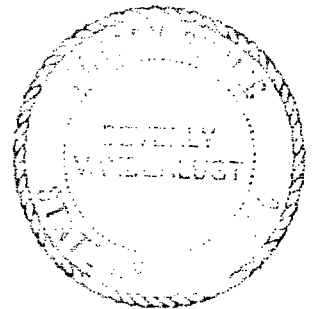
Witness my hand and seal



Notary Public

8/25/2010

My commission expires:



SECURED PARTY:

C.G. GREFENSTETTE, E.C. JOHNSON AND
BRUCE I. CROCKER, TRUSTEES U/A/T DATED
8/28/68 FOR HENRY LEA HILLMAN, JR.
a Pennsylvania trust

By: *C.G. Grefenstette*
Name: C.G. GREFENSTETTE
Title: TRUSTEE

By: *E.C. Johnson*
Name: E.C. JOHNSON
Title: TRUSTEE

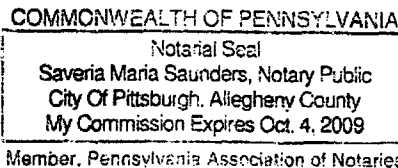
By: *Bruce I. Crocker*
Name: BRUCE I. CROCKER
Title: TRUSTEE

Commonwealth of Pennsylvania)
County of Allegheny)

On this 28th day of December, 2006 before me appeared C.G. Grefenstette,
E.C. Johnson and Bruce I. Crocker, the persons who signed this instrument, who
acknowledged that he is the Trustee of C.G. Grefenstette, E.C. Johnson and Bruce I. Cocker, Trustee
U/A/T Dated 8/28/68 For Henry Lea Hillman, Jr. a Pennsylvania trust, as Secured Party that, being
duly authorized, (s)he signed such instrument as a free act on behalf of such company.

Witness my hand and seal

Saveria Maria Saunders
Notary Public



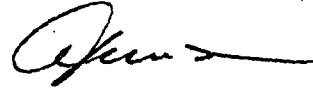
Schedule 1

<u>A. Bank of America Cars</u>		<u>Car Number</u>
<u>Memorandum A</u>		
1	Sleeper Coach Railcar (" <u>Vienna</u> " - Original No.: Amt 2269)	800109
2	Sleeper Coach Railcar (" <u>Monte Carlo</u> " - Original No: B&O 7045)	800231
3	Club Lounge Railcar (" <u>Seattle</u> " - Original No: 4588)	800310
4	Club Lounge Railcar (" <u>Rocky Mountain</u> " - Original No. 4596)	800311
<u>Memorandum B</u>		
5	Sleeper Coach Railcar (" <u>Charleston</u> " - Original No: 4606)	800754
6	Sleeper Coach Railcar (" <u>Savannah</u> " - Original No: 4619)	800741
7	Sleeper Coach Railcar (" <u>Bar Harbor</u> " - Original No: 4624)	800753
8	Crew Sleeper Railcar (" <u>Pacific Star</u> " - Original No: Amt 2233)	002233
<u>B PNC Cars (Names and Car Numbers)</u>		
1	Sleeper Coach Railcar (Washington)	800258
2	Sleeper Coach Railcar (Istanbul)	800297
3	Sleeper Coach Railcar (Paris)	800298
4	Dine Railcar (Zurich)	800301
5	Dine Railcar (Chicago)	800308
6	Club/Observation Railcar (New York)	800321
7	Baggage/Laundry (San Antonio)	800643
8	Sleeper Coach Railcar (Denver)	800740

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/29/06



Robert W. Alvord